

2023 -- H 6049

LC002092

STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2023

A N A C T

RELATING TO COMMERCIAL LAW -- GENERAL REGULATORY PROVISIONS --  
FILING OF ASSUMED NAME

Introduced By: Representative Evan P. Shanley

Date Introduced: March 03, 2023

Referred To: House Corporations

It is enacted by the General Assembly as follows:

1 SECTION 1. The title of Chapter 6-1 of the General Laws entitled "Filing of Assumed  
2 Name" is hereby amended to read as follows:

3 ~~CHAPTER 6-1~~

4 ~~Filing of Assumed Name~~

5 CHAPTER 6-1

6 FILING OF TRADE NAME

7 SECTION 2. Sections 6-1-1, 6-1-2 and 6-1-3 of the General Laws in Chapter 6-1 entitled  
8 "Filing of Assumed Name" are hereby amended to read as follows:

9 ~~6-1-1. Filing of business name required. [Effective January 1, 2023.] Filing of business~~  
10 ~~trade name requirements. [Effective January 1, 2024.]~~

11 (a) No person or persons shall carry on or conduct or transact business in this state under  
12 any ~~assumed~~ trade name, or under any designation, name, or style, corporate or otherwise, other  
13 than the real name or names of the individual or individuals conducting or transacting business,  
14 unless the person or persons shall file, in person, by mail or electronically with ~~person, by mail, or~~  
15 ~~electronically with~~ the office of the ~~town or city clerk in the town or city in which the person or~~  
16 ~~persons conduct or transact, or intend to conduct or transact, business,~~ secretary of state a an  
17 executed application for a trade name certificate stating:

18 (1) ~~The~~ the name under which the business is, or is to be, conducted or transacted, and the

1 true or real full name or names, both the first name and surname, of the person or persons  
2 conducting or transacting the business, with the post office address or addresses of the person or  
3 persons, ~~and~~ the email address of the person or persons, the municipality where the business is  
4 located, and the North American Industry Classification System (NAICS) code that best represents  
5 the business activity to be conducted.

6 (2) The trade name shall be distinguishable upon the records of the trade name registry  
7 from the name of any trade name on file within the municipality where the business is located.

8 (b) Whenever this chapter requires a certificate to be executed and acknowledged, such  
9 requirement is satisfied by the signature, without more, of the individual or individuals signing the  
10 application in which case such signature or signatures constitute the affirmation or  
11 acknowledgement of the signatory, under penalties of perjury, that the application is that  
12 individual's act and deed, and that the facts stated there in are true.

### 13 **6-1-2. Indexes — Filing fee — Certified copies as evidence.**

14 The ~~several town and city clerks of this~~ secretary of state shall keep ~~alphabetical indexes~~  
15 an online register of all persons filing certificates and of all names or styles assumed, referred to in  
16 this chapter, and, for the indexing and filing of the certificates, the ~~town and city clerks shall receive~~  
17 ~~for the benefit of the town or city a fee of~~ secretary of state shall charge and collect a fee of ten  
18 dollars (\$10.00) ~~each~~. A copy of the certificate, duly certified to by the ~~town or city clerk in whose~~  
19 ~~office the certificate~~ secretary of state shall be filed, shall be presumptive evidence in all courts in  
20 this state of the facts contained in the certificate. The secretary of state shall charge and collect  
21 twenty dollars (\$20.00) for the issuance of a letter of status.

### 22 **6-1-3. Corporations — Partnership names.**

23 This chapter shall in no way affect or apply to ~~any~~ a duly registered or qualified, domestic  
24 or foreign corporation, nonprofit corporation, limited liability company, limited liability  
25 partnership, or limited partnership ~~duly~~ organized under the laws of this state, ~~or to any corporation~~  
26 ~~or limited partnership organized under the laws of any other state and lawfully doing business in~~  
27 ~~this state~~, or to any partnership or joint venture, the name or designation of which includes the true  
28 or real surname of at least one individual who is a partner or joint venturer.

29 SECTION 3. Chapter 6-1 of the General Laws entitled "Filing of Assumed Name" is  
30 hereby amended by adding thereto the following sections:

#### 31 **6-1-1.1. Definitions.**

32 For purposes of this chapter, the following definitions apply:

33 (1) "Business" means an occupation, profession, or employment engaged in for the purpose  
34 of seeking a profit.

1 (2) "Department" means the department of state.

2 (3) "Distinguishable upon the record" means the standard used by the department of state  
3 in its name availability guidelines for domestic entities.

4 (4) "Electronic transmission" means any form of communication, not directly involving  
5 the physical transmission of paper, that creates a record that may be retained, retrieved, and  
6 reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a  
7 recipient through an automated process.

8 (5) "Filing" means delivered to the secretary of state in either paper format or electronic  
9 transmission through a medium provided and authorized by the secretary of state.

10 (6) "Municipality" means and includes any city or town within the state.

11 (7) "Person" means any individual, partnership, limited liability company, or corporation  
12 conducting or having an interest in a business in the state.

13 (8) "Signature" or "signed" or "executed" means an original signature, facsimile, or an  
14 electronically transmitted signature submitted through a medium provided and authorized by the  
15 secretary of state.

16 (9) "Trade name" means a word(s) or names(s), or any combination of a word(s) or  
17 name(s), used by a person to identify the person's business which:

18 (i) Is not, or does not include, the true and real name of all persons conducting the business;  
19 or

20 (ii) Includes words which suggest additional parties of interest such as "company," "and  
21 sons," or "and associates."

22 (10) "True and real name" means:

23 (i) The last name of an individual coupled with the first name, middle names, initials, or  
24 any combination thereof; or

25 (ii) The designation or identifying name by which an individual is best known and called  
26 in the business community where that individual transacts business, if this designation or  
27 identifying name is used as that individual's legal signature.

28 **6-1-5. Changes in registration -- Filing notice of change.**

29 (a) A notice of change shall be filed with the secretary of state when a change occurs in:

30 (1) The true and real name of a person conducting a business with a trade name registered  
31 under this chapter; or

32 (2) Any mailing address or email address set forth on the registration or any subsequently  
33 filed notice of change; or

34 (3) An addition, deletion, or any change of person or persons conducting business under

1 the registered trade name occurs; or

2 (4) There is a change in the wording or spelling of the trade name since initial registration  
3 or renewal.

4 (b) A notice of cancellation shall be filed with the secretary of state when use of a trade  
5 name is discontinued.

6 **6-1-6. Failure to file.**

7 No person or persons carrying on, conducting, or transacting business under any trade name  
8 shall be entitled to maintain any suit in any of the courts of this state until such person or persons  
9 have properly completed the registration as provided for in §§ 6-1-1 and 6-1-2. Failure to complete  
10 this registration shall not impair the validity of any contract or act of such person or persons and  
11 shall not prevent such person or persons from defending any suit in any court of this state.

12 **6-1-7. Renewal or cancellation.**

13 (a) The secretary of state shall require the annual renewal of trade names and establish a  
14 process for renewing trade names. Any such renewal process shall allow persons to renew their  
15 trade name at the same time they are required to renew their business license, if applicable.

16 (b) The secretary of state may cancel a person's trade name upon request of the person to  
17 whom the trade name is registered. The secretary of state may also provide for the cancellation of  
18 trade names under circumstances as defined by the municipality by rule or regulation, which may  
19 include failure to renew a trade name under a renewal process as may be established by the secretary  
20 of state under the authority of subsection (a) of this section.

21 (c)(1) The secretary of state shall make a reasonable effort to notify a person that the  
22 secretary of state intends to cancel the person's trade name. This notice is not required when a  
23 request for cancellation of a trade name is received by the secretary of state from the person to  
24 whom the trade name was registered or the person's authorized representative. The secretary of  
25 state may comply with this subsection either by mailing the notice to the person's last known  
26 address on record with the secretary of state or by providing the notice electronically in lieu of mail.  
27 Such electronic notice may be sent by email to the person's last known email address on record  
28 with the secretary of state. Provided, however, if the secretary of state sends a notice by email and  
29 is notified that the email is undeliverable, the secretary of state shall resend the notice by mail to  
30 the person's last known address on record with the secretary of state.

31 (2) The secretary of state may cancel a trade name unless, within sixty (60) days of sending  
32 the notice required under this section, the person files the annual renewal outlined in subsection (a)  
33 of this section or meets the other requirements set forth in the cancellation notice as outlined in  
34 subsection (b) of this section.

1 (d) The secretary of state may remove any canceled trade names from its database of trade  
2 names.

3 **6-1-8. Restoration statement.**

4 If any person or persons shall have a trade name certificate cancelled by the secretary of  
5 state, the person or persons may file a restoration statement and pay a twenty-five dollar (\$25.00)  
6 restoration fee. The restoration statement shall include:

7 (1) The name under which the business is, or is to be, conducted or transacted;

8 (2) The true or real full name or names, both the first name and surname, of the person or  
9 persons conducting or transacting the business;

10 (3) The post office address or addresses of the person or persons conducting the business;

11 (4) The email address of the person or persons conducting the business; and

12 (5) The municipality where the business is located; and

13 (6) The North American Industry Classification System (NAICS) code that best represents  
14 the business activity being conducted.

15 **6-1-9. Establishment of pilot filing project and transfer of assumed business name**  
16 **records.**

17 By August 1, 2024, the secretary of state shall establish a database to house all trade name  
18 records. Between August 1, 2024, and September 30, 2024, each municipality shall transfer to the  
19 secretary of state its active assumed business name records to be incorporated into the trade name  
20 database. Between August 1, 2024, and January 1, 2025, a pilot filing project shall be established  
21 allowing trade name registrations to be filed with the secretary of state once the municipality's  
22 records have been transferred and indexed within the secretary of state's database.

23 SECTION 4. This act shall take effect on January 1, 2025.

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF  
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RELATING TO COMMERCIAL LAW -- GENERAL REGULATORY PROVISIONS --  
FILING OF ASSUMED NAME

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1           This act would change the term "assumed name" to "trade name". This act would also  
2           centralize the filing, administration and regulation process to the secretary of state. This act would  
3           also require trade an annual renewal of the trade name.

4           This act would take effect on January 1, 2025.

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